

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Greenbelt Division)

ENTERED

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U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
GREENBELT

In re:

Mattress Discounters Corporation and
TJB, Inc.,

Debtors.

Chapter 11

Case No. 02-22330- DK

(Jointly Administered)

**AGREED ORDER PURSUANT TO SECTION 327(a) OF BANKRUPTCY CODE
AUTHORIZING EMPLOYMENT AND RETENTION OF ARENT FOX
AS CO-COUNSEL FOR DEBTORS AND DEBTORS IN POSSESSION**

Upon consideration of the Application for Order Authorizing Employment of Arent Fox as Co-Counsel for Debtors (the "Application")¹ filed by Mattress Discounters Corporation and TJB, Inc., as debtors and debtors in possession (the "Debtors"), and the Application of Debtors for Order Authorizing Employment of Hale and Dorr LLP as Debtors' counsel in these Chapter 11 cases; and upon the consideration of the Declaration of Mary J. Dowd of Arent Fox Pursuant to Bankruptcy Rule 2014 (the "Dowd Declaration") and the Statement of Arent Fox Under Bankruptcy Rule 2016 (the "Statement"), and the Affidavit of Stephen Newton in Support of First-Day Motions and Applications; and the U.S. Trustee having reviewed the Statement and supplemental information provided to the U.S. Trustee by Arent Fox and, at the request of the U.S. Trustee, Arent Fox having agreed to pay to the Debtors \$8,417.39 and having waived any claim against the Debtors on account of such payment, and the Court being satisfied, based on the representations made in the Dowd Declaration, Statement and Application, that the members, counsel and associates of Arent Fox who will be engaged in these cases represent no interest adverse to the Debtors' estates with respect to the matters upon which they are to be engaged,

¹ All capitalized terms not otherwise defined herein shall have the definitions attributed to such terms in the Application.

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that they are disinterested persons as that term is defined under section 104(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and Arent Fox's employment as co-counsel and Maryland local counsel is necessary and in the best interest of the Debtors' estates; it appearing that this Court has jurisdiction to consider the Application and the relief requested in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that due and proper notice of the Application has been given, and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted.
2. In accordance with sections 327(a) and 328 (a) of the Bankruptcy Code, the Debtors, as debtors in possession, are authorized to employ and retain Arent Fox as their bankruptcy co-counsel and Maryland local counsel on the terms set forth in the Application and Dowd Declaration, effective as of the petition date.
3. Arent Fox shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, and such procedures as may be fixed by order of this Court.
4. With in five (5) business days of entry of this order, Arent Fox shall pay to the Debtors \$8,417.39 , and waive any claim against the Debtors on account of such payment.

Dated: November 21, 2002


UNITED STATES BANKRUPTCY JUDGE

cc: Mattress Discounters Corporation
Hale and Dorr LLP
Arent Fox Kintner Plotkin & Kahn, PLLC
U. S. Trustee